

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

MARYA J. LEBER, SARA L.
KENNEDY, *and all others similarly
situated,*

Plaintiffs,

v.

CITIGROUP, INC., THE PLANS
ADMINISTRATIVE COMMITTEE OF
CITIGROUP INC., THE 401(K) PLAN
INVESTMENT COMMITTEE and DOE
DEFENDANTS 1-20,

Defendants.

Case No. 07 Civ. 9329 (SHS)

**DECLARATION OF
LEWIS R. CLAYTON**

LEWIS R. CLAYTON declares:

1. I am a member of the firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP, counsel for defendants Citigroup Inc., the Plans Administration Committee of Citigroup Inc., and the 401(k) Plan Investment Committee in the above-captioned case. I submit this declaration in support of defendants' motion to dismiss the First Amended Complaint.

2. Attached to this declaration are true and correct copies of the following documents:

- Exhibit 1: Citigroup 401(k) Plan newsletter for U.S. and expatriate staff employees, dated May 2001;
- Exhibit 2: Citigroup 401(k) Plan Investment Options distribution, dated July 1, 2001;
- Exhibit 3: Administrative Services Agreement between Citistreet LLC and Citigroup Inc., dated July 1, 2001;
- Exhibit 4: Citibank Savings Incentive Plan Trust Agreement, titled "Fifth Declaration of Amendment and Restatement," dated

as of February 15, 1994, amending and restating the Agreement and Declaration of Trust entered into December 29, 1952;

Exhibit 5: Citigroup 401(k) Plan Trust Agreement, dated as of January 1, 2006, establishing the Citigroup 401(k) Plan Trust; and

Exhibit 6: Citigroup 401(k) Plan newsletter for U.S. and expatriate staff employees, dated October 2002.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 29, 2008.



Lewis R. Clayton, Esq.